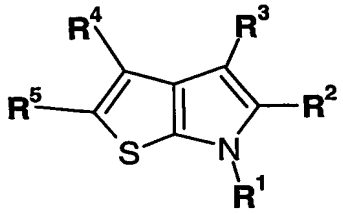
CLAIMS:

1. A compound of Formula (I),



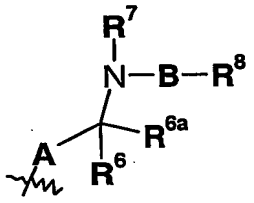
Formula (I)

wherein

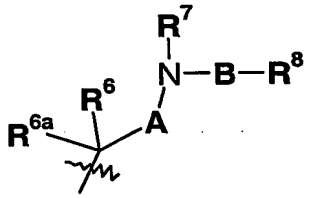
R^1 is selected from: hydrogen, optionally-substituted C_{1-6}alkyl, optionally substituted C_{1-6}alkanoyl, optionally substituted aryl or optionally-substituted arylC_{1-6}alkyl;

R^2 is an optionally-substituted mono or bi-cyclic aromatic ring;

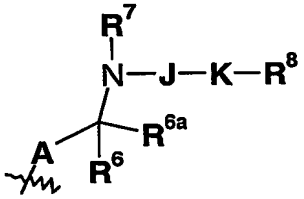
R^3 is selected from a group of Formula (IIa) to Formula (IIf):



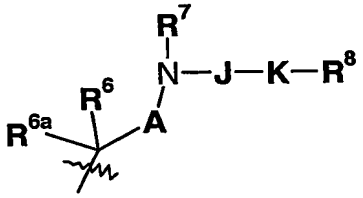
Formula (IIa)



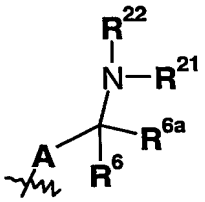
Formula (IIb)



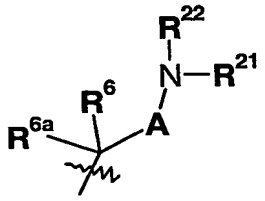
Formula (IIc)



Formula (IId)



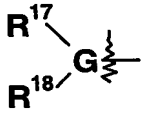
Formula (IIe)



Formula (IIf)

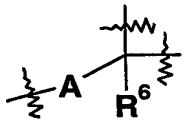
R^4 is selected from: hydrogen, optionally substituted C_{1-6}alkyl, optionally substituted aryl, C_{1-3}perfluoroalkyl, cyano, nitro, halo, $R^9O(CH_2)_m$-, $R^9C(O)N(R^{10})$-, $R^9R^{10}NC(O)N(R^{10})(CH_2)_m$-, $R^9S(O_n)(CH_2)_m$- or $R^9R^{10}NC(O)$-$(CR^9R^{10})_t(CH_2)_m$-;

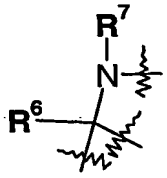
R^5 is a group of Formula (III):



Formula (III)

R^6 and R^{6a} are independently selected from hydrogen, fluoro, optionally substituted C_{1-6}alkyl, optionally-substituted aryl or optionally substituted arylC_{1-6}alkyl, or R^6 and R^{6a} taken together and the carbon atom to which they are attached form a carbocyclic ring of 3-7 atoms, or R^6 and R^{6a} taken together and the carbon atom to which they are attached form a carbonyl group;

or when A is not a direct bond the group  forms a carbocyclic ring of 3-7 carbon atoms or a heterocyclic ring containing one or more heteroatoms;

or the group  forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

R^7 is selected from: hydrogen, optionally-substituted C_{1-6}alkyl, optionally-substituted arylC_{1-6}alkyl, optionally-substituted aryl, optionally substituted heterocyclyl, optionally substituted heterocyclylC_{1-6}alkyl, R^9OC_{1-6}alkyl-, $R^9R^{10}NC_{1-6}$alkyl-, $R^9R^{10}NC(O)C_{1-6}$alkyl, -$C(NR^9R^{10})$=NH;

or when R^3 is a group of Formula (IIc) or (IId) R^7 is of the formula –J-K-R^8;

R^8 is selected from:

(i) hydrogen, C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, haloC_{1-6}alkyl, C_{1-4}alkoxyC_{1-4}alkyl, hydroxy, hydroxyC_{1-6}alkyl, cyano, N-C_{1-4}alkylamino, N,N-di-C_{1-4}alkylamino, C_{1-6}alkyl–$S(O_n)$-, -O-R^b, -NR^bR^c, –C(O)-R^b, –C(O)O-R^b, -$CONR^bR^c$, NH-C(O)-R^b or -$S(O_n)NR^bR^c$,

where R^b and R^c are independently selected from hydrogen and C_{1-4}alkyl optionally substituted with hydroxy, amino, N-C_{1-4}alkylamino, N,N-di-C_{1-4}alkylamino, HO-C_{2-4}alkyl-NH- or HO-C_{2-4}alkyl-N(C_{1-4}alkyl)-;

(ii) nitro when **B** is a group of Formula (IV) and **X** is CH and **p** is 0;

(iii) C_{3-7}cycloalkyl, aryl or arylC_{1-6}alkyl each of which is optionally substituted by $\mathbf{R^{12}}$, $\mathbf{R^{13}}$ and $\mathbf{R^{14}}$;

(iv) -(**Q**)-aryl , -(**Q**)-heterocyclyl, -aryl-(**Q**)-aryl, each of which is optionally substituted by $\mathbf{R^{12}}$, $\mathbf{R^{13}}$ and $\mathbf{R^{14}}$

wherein -(**Q**)- is selected from **E**, **F** or a direct bond;

(v) heterocyclyl or heterocyclylC_{1-6}alkyl each of which is optionally substituted by up to 4 substituents independently selected from $\mathbf{R^{12}}$, $\mathbf{R^{13}}$ and $\mathbf{R^{14}}$;

(vi) a group selected from $\mathbf{R^{12}}$, $\mathbf{R^{13}}$ and $\mathbf{R^{14}}$;

$\mathbf{R^9}$ and $\mathbf{R^{10}}$ are independently selected from: hydrogen, hydroxy, optionally substituted C_{1-6}alkyl, optionally substituted aryl, optionally substituted arylC_{1-6}alkyl, an optionally substituted carbocyclic ring of 3-7 atoms, optionally substituted heterocyclyl, optionally substituted heterocyclylC_{1-6}alkyl or $\mathbf{R^9}$ and $\mathbf{R^{10}}$ taken together can form an optionally substituted ring of 3-9 atoms or $\mathbf{R^9}$ and $\mathbf{R^{10}}$ taken together with the carbon atom to which they are attached form a carbonyl group;

$\mathbf{R^{11}}$ is selected from: hydrogen, optionally substituted C_{1-6}alkyl, or $N(\mathbf{R^9R^{10}})$;

$\mathbf{R^{12}}$ is selected from: hydrogen, hydroxy, $\mathbf{R^{17}R^{18}}N(CH_2)_{cc}$-, $\mathbf{R^{17}R^{18}}NC(O)(CH_2)_{cc}$-, optionally substituted C_{1-6}alkyl- $C(O)N(\mathbf{R^9})(CH_2)_{cc}$-, optionally substituted C_{1-6}alkyl-$SO_2N(\mathbf{R^9})$-, optionally substituted aryl-$SO_2N(\mathbf{R^9})$-, C_{1-3}perfluoroalkyl-$SO_2N(\mathbf{R^9})$-; optionally substituted C_{1-6}alkyl-$N(\mathbf{R^9})SO_2$-, optionally substituted aryl-$N(\mathbf{R^9})SO_2$-, C_{1-3}perfluoroalkyl-$N(\mathbf{R^9})SO_2$- optionally substituted C_{1-6}alkanoyl-$N(\mathbf{R^9})SO_2$-; optionally substituted aryl-$C(O)N(\mathbf{R^9})SO_2$-, optionally substituted C_{1-6}alkyl-$S(O_n)$ -, optionally substituted aryl-$S(O_n)$ - , C_{1-3}perfluoroalkyl-, C_{1-3}perfluoroalkoxy, optionally substituted C_{1-6}alkoxy, carboxy, halo, nitro or cyano;

$\mathbf{R^{13}}$ and $\mathbf{R^{14}}$ are independently selected from: hydrogen, hydroxy, oxo, optionally substituted C_{1-6}alkyl, optionally substituted C_{1-6}alkanoyl, optionally substituted C_{2-6}alkenyl, cyano, nitro, C_{1-3}perfluoroalkyl-, C_{1-3}perfluoroalkoxy, optionally substituted aryl, optionally substituted arylC_{1-6}alkyl, $\mathbf{R^9}O(CH_2)_s$-, $\mathbf{R^9}(O)O(CH_2)_s$-, $\mathbf{R^9}OC(O)(CH_2)_s$-, $\mathbf{R^{16}}S(O_n)(CH_2)_s$-, $\mathbf{R^9R^{10}}NC(O)(CH_2)_s$- or halo;

R^{15} is selected from: hydrogen, optionally substituted C_{1-6}alkyl, $R^{19}OC(O)$-, $R^9R^{10}NC(O)$-, $R^9C(O)$-, $R^9S(O_n)$-;

R^{16} is selected from: hydrogen, C_{1-6}alkyl, C_{1-3}perfluoroalkyl or optionally-substituted aryl;

R^{17} is independently selected from: hydrogen, hydroxy, cyano or optionally substituted C_{1-6}alkyl;

R^{18} is a group of formula R^{18a}-$C(R^9R^{10})_{0-1}$- wherein R^{18a} is selected from: $R^{19}OC(O)$-, $R^9R^{10}NC(O)$-, $R^9R^{10}N$-, $R^9C(O)$-, $R^9C(O)N(R^{10})$-, $R^9R^{10}NC(O)$-, $R^9R^{10}NC(O)N(R^{10})$-, $R^9SO_2N(R^{10})$-, $R^9R^{10}NSO_2N(R^{10})$-, $R^9C(O)O$-, $R^9OC(O)$-, $R^9R^{10}NC(O)O$-, R^9O-, $R^9S(O_n)$-, $R^9R^{10}NS(O_n)$ -, hydrogen, optionally substituted C_{1-6}alkyl, optionally substituted heterocyclyl;
or R^{17} and R^{18} when taken together form an optionally substituted carbocyclic ring of 3-7 atoms or optionally substituted heterocyclyl;

R^{19} is selected from: hydrogen, optionally substituted C_{1-6}alky, optionally substituted aryl, optionally substituted arylC_{1-6}alkyl, optionally substituted C_{3-7}cycloalkyl, optionally substituted heterocyclyl or optionally substituted heterocyclylC_{1-6}alkyl;

R^{20} is selected from R^{12} or R^{13};

R^{21} and R^{22} are independently selected from hydrogen, optionally substituted C_{1-6}alkyl, optionally substituted C_{3-7}cycloalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylC_{1-6}alkyl, optionally substituted C_{3-6}alkenyl, optionally substituted C_{3-6}alkynyl, $-(C_{1-5}alkyl)_{aa}-S(O_n)-(C_{1-5}alkyl)_{bb}-$; $R^9R^{10}NC_{2-6}$alkyl, R^9OC_{2-6}alkyl or $R^9R^{10}NC(O)C_{2-6}$alkyl, with the proviso that R^9 and R^{10} independently or taken together are not optionally substituted aryl or optionally substituted arylC_{1-6}alkyl; or

R^{21} and R^{22} taken together form an optionally substituted non-aromatic heterocyclic ring;

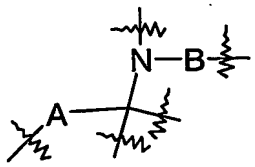
A is selected from:

(i) a direct bond;

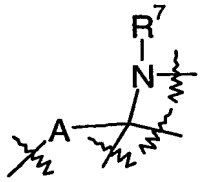
(ii) optionally-substituted C_{1-5}alkylene wherein the optional substituents are independently selected from: optionally-substituted C_{1-6}alkyl optionally-substituted aryl or optionally substituted arylC_{1-6}alkyl;

(iii) a carbocyclic ring of 3-7 atoms;

(iv) a carbonyl group or –C(O)–C(R^dR^d)-, wherein R^d is independently selected from hydrogen and C_{1-2}alkyl;

or when R^3 is a group of Formula (IIa) or (IIb), the group  forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

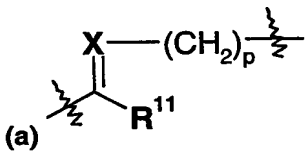
or when R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId), the group

 forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

B is selected from:

(i) a direct bond;

(ii) a group of Formula (IV)



Formula (IV)

wherein:

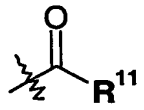
X is selected from N, CH or a saturated heterocyclic ring,

wherein at position (a) Formula (IV) is attached to the nitrogen atom and the $(CH_2)p$ group is attached to R^8; and

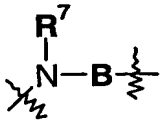
(iii) a group independently selected from: optionally substituted C_{1-6}alkylene, optionally substitute C_{3-7}cycloalkyl, optionally substituted C_{3-6}alkenylene, optionally substituted C_{3-6}alkynyl, C_{1-6}alkoxy, $(C_{1-5}alkyl)_{aa}$-$S(O_n)$-$(C_{1-5}alkyl)_{bb}$-, $(C_{1-5}alkyl)_{aa}$-O-$(C_{1-5}alkyl)_{bb}$- or $(C_{1-5}alkyl)_{aa}$-$N(R^{15})$- $(C_{1-5}alkyl)_{bb}$,

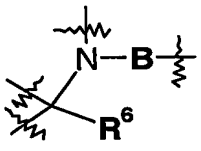
wherein R^{15} and the $(C_{1-5}alkyl)_{aa}$ or $(C_{1-5}alkyl)_{bb}$ chain can be joined to form a ring;

or the group –**B**-R^8 represents a group of Formula (V)



Formula (V);

or the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms;

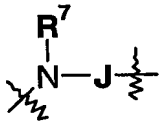
or the group  forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

E is –O-, -S(O_n), -C(O)-, -NR^{15}- or -C(R^9R^{10})$_q$;

F is -**E**(CH_2)$_r$- or -(CH_2)$_r$**E** -;

G is selected from: hydrogen, halo, CN, NO_2, N, O, S(O_n), C(O), C(R^9R^{10})$_t$, optionally substituted C_{2-6}alkenylene, optionally substituted C_{2-6}alkynylene, optionally substituted heterocyclyl or a direct bond to R^{18},

J is a group of the formula: -(CH_2)$_s$-**L**-(CH_2)$_s$- wherein when s is greater than 0, the alkylene group is optionally substituted,

or the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms;

K is selected from: a direct bond, -(CH_2)$_{s1}$-, -(CH_2)$_{s2}$-O-(CH_2)$_s$-, --(CH_2)$_{s1}$C(O)-(CH_2)$_{s2}$- , -(CH_2)$_{s1}$-S(O_n) -(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-N(R^{18})-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-C(O)N(R^9)-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-N(R^9)C(O)-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-N(R^9)C(O)N(R^9)-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-OC(O)-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-C(O)O-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-N(R^9)C(O)O-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-OC(O)N(R^9)-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-OS(O_n)-(CH_2)$_s$-, -(CH_2)$_{s1}$-S(O_n)-O-(CH_2)$_{s2}$-, -(CH_2)$_{s1}$-S(O)$_2$N(R^9)-(CH_2)$_{s2}$-, or -(CH_2)$_{s1}$-N(R^9)S(O)$_2$-(CH_2)$_{s2}$-; wherein the -(CH_2)$_{s1}$- and -(CH_2)$_{s2}$- groups are independently optionally substituted by hydroxy or C_{1-4}alkyl;

L is selected from optionally substituted aryl or optionally substituted heterocyclyl;

m is an integer from 0 to 4;

n is an integer from 0 to 2;

p is an integer from 0 to 4;

q is an integer from 0 to 4;

r is an integer from 0 to 4;

s is an integer from 0 to 4;

s1 and **s2** are independently selected from an integer from 0 to 4, and

s1+s2 is less than or equal to 4; and

t is an integer from 0 to 4;

aa and **bb** are independently selected from 0 or 1

cc is an integer between 0 to 2;

with the proviso that

(i) when **G** is hydrogen, halo, CN or NO_2 then $\mathbf{R^{17}}$ and $\mathbf{R^{18}}$ are both absent;

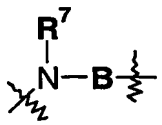
(ii) when **G** is O, $S(O_n)$, C(O) or $C(\mathbf{R^{11}R^{12}})_t$ then **G** is substituted by a single group independently selected from the definition of $\mathbf{R^{17}}$ or $\mathbf{R^{18}}$ and when G is a direct bond to $\mathbf{R^{18}}$ then **G** is substituted by a single group selected from $\mathbf{R^{18}}$; and

(iii) when $\mathbf{R^3}$ is a group of Formula (IIb), **B** is a group of Formula (IV), $\mathbf{R^8}$ is selected from group (i) or (ii) above, $\mathbf{R^{11}}$ is a group of the formula $N(\mathbf{R^{10}R^{11}})$ and $\mathbf{R^1}$, $\mathbf{R^2}$ and $\mathbf{R^5}$ are as defined above then $\mathbf{R^4}$ cannot be hydrogen;

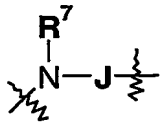
or a salt, pro-drug or solvate thereof.

2. A compound according to Claim 1 wherein $\mathbf{R^1}$ is hydrogen.

3. A compound according to Claim 1 or Claim 2 wherein $\mathbf{R^3}$ is selected from a group of Formula (IIa) or Formula (IIb).

4. A compound according to Claim 3 wherein **B** is optionally substituted C_{1-6}alkylene or the group  forms an optionally substituted C_{5-7}heterocyclic ring.

5. A compound according to Claim 1 or Claim 2 wherein $\mathbf{R^3}$ is selected from a group of Formula (IIc) or Formula (IId).

6. A compound according to Claim 5 wherein the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms

7. A compound according to Claim 6 wherein **K** is selected from: $-(CH_2)_s-$, $-(CH_2)_s-O-(CH_2)_s-$, $-(CH_2)_s-C(O)-(CH_2)_s-$, $-(CH_2)_s-N(\mathbf{R^{18}})-(CH_2)_s-$, $-(CH_2)_s-C(O)N(\mathbf{R^{18}})-(CH_2)_s-$, $-(CH_2)_s-N(\mathbf{R^{18}})C(O)-(CH_2)_s-$, $-(CH_2)_s-S(O)_2N(\mathbf{R^{18}})-(CH_2)_s-$, or $-(CH_2)_s-NHS(O)_2-(CH_2)_s-$.

8. A compound according to any one of Claims 3, 4, 5, 6 or 7 wherein $\mathbf{R^8}$ is selected from

(i) hydrogen, C_{1-6}alkyl, C_{2-6}alkenyl, haloC_{1-6}alkyl, hydroxy, cyano, C_{1-6}alkyl$S(O_n)$-, -O-$\mathbf{R^b}$, C_{1-4}alkoxyC_{1-4}alkyl, -C(O)-$\mathbf{R^b}$, C(O)O-$\mathbf{R^b}$, -NH-C(O)-$\mathbf{R^b}$, N,N-di-C_{1-4}alkylamino, $-S(O_n)N\mathbf{R^bR^c}$

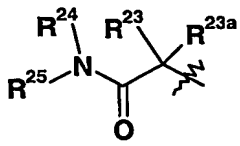
where $\mathbf{R^b}$ and $\mathbf{R^c}$ are independently selected from hydrogen and C_{1-6}alkyl, and **n** is 0, 1 or 2;

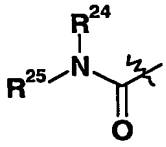
(ii) -(**Q**)-aryl;

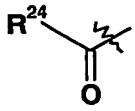
(iii) C_{4-7}heterocyclyl, or

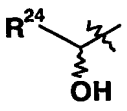
(iv) C_{3-7}carbocyclyl;

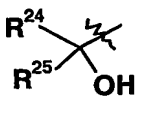
9. A compound according to any one of the preceding claims wherein R^5 is a group of Formula (III) wherein the group of Formula (III) is selected from one of **III-a** to **III-l**;

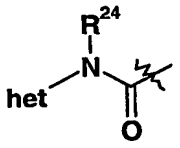

III-a


III-b

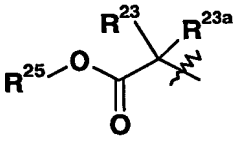

III-c


III-d


III-e


III-f


III-g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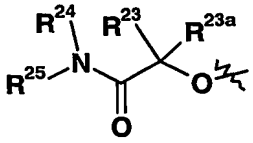
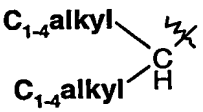

III-i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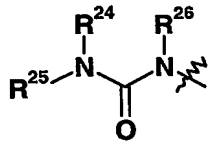
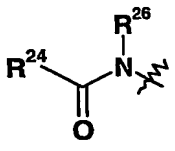

III-k


III-l

wherein:

het represents an optionally substituted 3- to 8- membered heterocyclic ring containing from 1 to 4 heteroatoms independently selected from O, N and S;

R^{23} and R^{23a} are independently selected from hydrogen, fluoro or optionally substituted C_{1-8}alkyl; or R^{23} and R^{23a} together with the carbon to which they are attached form an optionally substituted 3 to 7-membered cycloalkyl ring

R^{24} is selected from hydrogen, optionally substituted C_{1-8}alkyl, optionally substituted aryl, -R^d-Ar, where R^d represents C_{1-8}alkylene and Ar represents optionally substituted aryl, and optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S;

R^{25} is selected from hydrogen; optionally substituted C_{1-8}alkyl and optionally substituted aryl;

or where the group of Formula (III) represents a group of Formula **III-a** , **III-b** or **III-i**, then the group $NR^{24}(-R^{25})$ represents an optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S;

or where the group of Formula (III) represents structure **III-e**, R^{24} and R^{25} together with the carbon to which they are attached represents an optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 4 heteroatoms independently selected from O, N and S;

R^{26} is selected from hydrogen or C_{1-4}alkyl.

10. A compound according to any one of the preceding claims wherein R^2 is selected from an optionally substituted monocyclic aromatic ring structure wherein the optional substituents are selected from cyano, NR^eR^f, optionally substituted C_{1-8}alkyl, optionally substituted C_{1-8}alkoxy or halo wherein R^e and R^f are independently selected from hydrogen, C_{1-6}alkyl or aryl.

11. A compound selected from:

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[1-oxo-2-methyl-2-{4-(1,1-dioxidotetrahydro-3-thienyl)piperazin-1-yl}ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole;

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[2-{4-(pyrrolidin-1-ylcarbonylmethyl)piperazin-1-yl}ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole;

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[2-{4-(2,4-dioxo-1,2,3,4-tetrahydropyrimidin-6-ylmethyl)piperazin-1-yl}ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole;

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[2-(4-{3-hydroxypyrrolidin-1-ylcarbonyl}piperidin-1-yl)ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole;

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[2-(4-{3-oxo-3-pyrrolidin-1-ylprop-2-yl}piperazin-1-yl)ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole; and

2-[2-(1,1-Dimethyl-2-oxo-2-azabicyclo[2.2.1]heptan-7-ylethyl)]-4-[2-(4-{morpholinocarbonyl}piperidin-1-yl)ethyl]-5-(3,5-dimethylphenyl)-6*H*-thieno[2,3-*b*]pyrrole;

or a salt, pro-drug or solvate thereof.

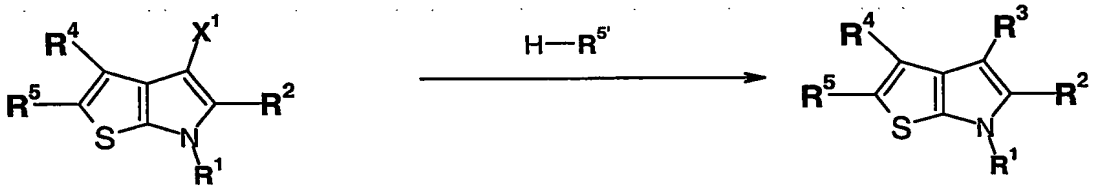
12. A compound, or salt, pro-drug or solvate thereof, according to any one of Claims 1 to 11 for use as a medicament.

13. A pharmaceutical formulation comprising a compound, or salt, pro-drug or solvate thereof, according to any one of Claims 1 to 11 and a pharmaceutically acceptable diluent or carrier.

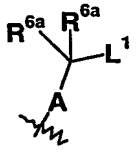
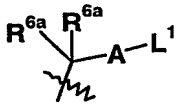
14. Use of a compound, or salt, pro-drug or solvate thereof, according to any one of Claims 1 to 11, in the manufacture of a medicament for administration to a patient, for therapeutically treating and/or preventing a sex hormone related condition in the patient.

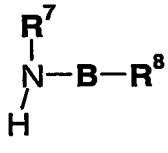
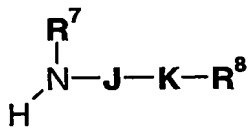
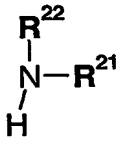
15. A process of producing a compound, or salt, pro-drug or solvate thereof, according to any one of Claims 1 to 11, wherein the process comprises a reaction step selected from any one of (a) to (i):-

(a) Reaction of a compound of formula **XXXII** with a compound of formula H-$\mathbf{R^{5'}}$ to form a compound of Formula (I),

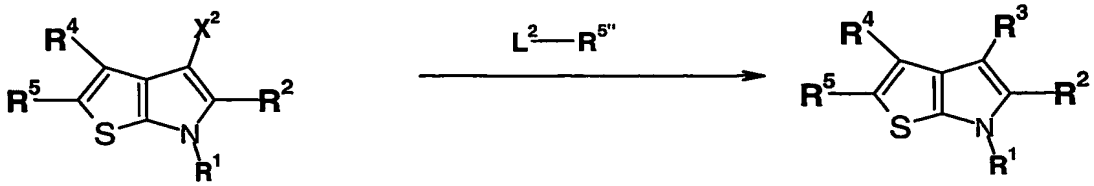


XXXII **Formula (I)**

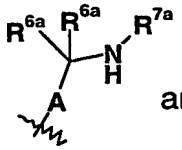
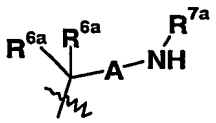
wherein $\mathbf{X^1}$ is selected from:  and  ; $\mathbf{L^1}$ is a displaceable group; and

$\mathbf{H\text{-}R^{5'}}$ is selected from:  ,  and  ;

(b) Reaction of a compound of formula **XXXIII** with a compound of formula $\mathbf{L^2\text{-}R^{5''}}$ to form a compound of Formula (I),



XXXIII Formula (I)

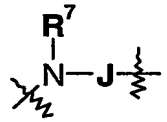
wherein X^2 is selected from:  and  ; R^{7a} is selected from the definition of R^7 or R^{22} above, and

L^2-$R^{5''}$ is selected from: $L^2—B—R^8$, $L^2—J—K—R^8$ and $L^2—R^{21}$;

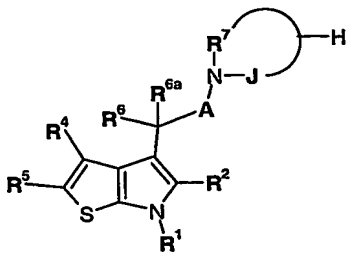
(c) For compounds of Formula (I) wherein R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId) and R^7 is other than part of a heterocyclic ring or hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId) and R^7 is hydrogen with a group of formula L^3-R^{7a}, wherein R^{7a} is as defined above for R^7 with the exclusion of hydrogen and L^3 is a displaceable group;

(d) For compounds of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{21} is other than hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{21} is hydrogen with a group of formula L^4-R^{21a}, wherein R^{21a} is as defined above for R^{21} with the exclusion of hydrogen and L^4 is a displaceable group;

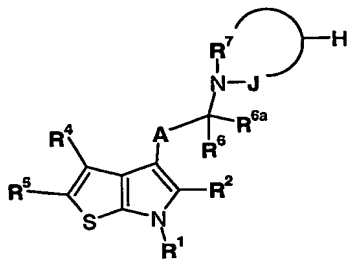
(e) For compounds of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{22} is other than hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{22} is hydrogen with a group of formula L^5-R^{22a}, wherein R^{22a} is as defined above for R^{22} with the exclusion of hydrogen and L^5 is a displaceable group;

(f) For compounds of Formula (I) wherein R^3 is a group of Formula (IIc) or (IId) and the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms, reaction of a compound of Formula **XXXIVa** or

XXXIVb, with a compound of Formula L^6-K-R^8, wherein L^6 is a displaceable group

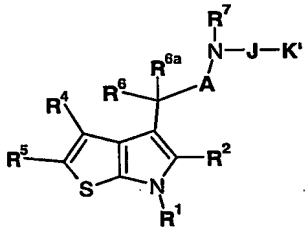


XXXIVa

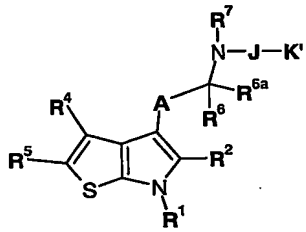


XXXIVb ;

(g) For compounds of Formula (I) wherein R^3 is a group of Formula (IIc) or (IId), reaction of a compound of Formula **XXXVa** or **XXXVb**, with a compound of Formula L^7-K''-R^8, wherein L7 is a displaceable group, and wherein the groups K' and K'' comprise groups which when reacted together form K,

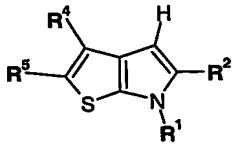


XXXVa



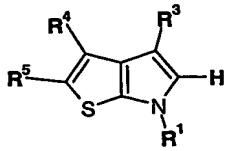
XXXVb ;

(h) reaction of a compound of Formula XXXVI with an electrophillic compound of the formula L^8-R^5 , wherein L^8 is a displaceable group



XXXVI ;

(i) reaction of a compound of Formula XXXVII with a compound of the formula L^8-R^5, wherein L^8 is a displaceable group



XXXVII

and thereafter if necessary:

i) converting a compound of the Formula (I) into another compound of the Formula (I);

ii) removing any protecting groups;

iii) forming a salt, pro-drug or solvate.

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